

AQUINOX PHARMACEUTICALS, INC
 Form 4
 March 14, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Main David

2. Issuer Name and Ticker or Trading Symbol
 AQUINOX PHARMACEUTICALS, INC [AQXP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Last) (First) (Middle)
 C/O AQUINOX
 PHARMACEUTICALS INC., 40 -
 887 GREAT NORTHERN WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/12/2014

VANCOUVER, A1 V5T 4T5
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Special Voting Stock	03/12/2014		D		9,459	D	\$ 11 71,530
Common Special Voting Stock	03/12/2014		C		71,530	D	(u) 0
Common Stock	03/12/2014		C		71,530	A	(u) 71,530

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Common Exchangeable Shares	(2)	03/12/2014		D	9,459	(2) (2)	Common Stock	9,459
Common Exchangeable Shares	(2)	03/12/2014		C	71,530	(2) (2)	Common Stock	71,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Main David C/O AQUINOX PHARMACEUTICALS INC. 40 - 887 GREAT NORTHERN WAY VANCOUVER, A1 V5T 4T5	X		President and CEO	

Signatures

/s/ David J. Main 03/14/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of the issuer's Common, Series A-1, Series A-2, Series B-1, Series B-2 and Series C Special Voting Stock was redeemed upon the closing of the issuer's initial public offering for \$0.0000192 per share.
- (2)

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The Common Exchangeable Shares of Aquinox Pharmaceuticals Inc., a corporation under the Canadian Business Corporations Act ("AQXP Canada"), were exchanged for Common Stock of the issuer on a 1-to-1 basis upon the closing of the issuer's initial public offering, and have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.